

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554**

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|--|---|---------------------|
| In the Matter of |) | |
| |) | |
| ITV-3, LLC |) | |
| Licensee |) | WC Docket No. _____ |
| |) | |
| Application for Consent to Transfer Control of |) | |
| Company Holding Domestic Section 214 Authority |) | |

To: Wireline Competition Bureau

**STREAMLINED APPLICATION FOR AUTHORITY TO TRANSFER CONTROL OF
COMPANY HOLDING DOMESTIC BLANKET SECTION 214 AUTHORITY**

ITV-3, LLC (“Licensee”), pursuant to Section 214 of the Communications Act of 1934,¹ as amended, and Sections 63.03, 63.04, and 63.24 of the Commission’s Rules,² hereby requests consent to the transfer of ultimate control of Licensee, holder of domestic 214 authority, as part of an internal reorganization at Seaport Capital, LLC (“Seaport Capital”), which through various affiliated and related entities, owns and controls Licensee. Under this reorganization of the ownership of the particular Seaport affiliated entities in Licensee’s ownership chain, ultimate control pass of Licensee will transfer from Mr. James Collis and Mr. William Luby (“Transferors”) to Mr. M. Scott McCormack and Mr. Robert Tamashunas (“Transferees” and, along with Transferors and Licensee, the “Applicants”), all of whom are associated with Seaport Capital. As explained herein, this application qualifies for streamlined processing pursuant to Section 63.03(b)³ of the Commission’s Rules.

¹ 47 U.S.C. § 214.

² 47 C.F.R. §§ 63.03, 63.04, and 63.24.

³ 47 C.F.R. § 63.03(b).

In accordance with the requirements of Section 63.04(a) of the Commission's Rules, the Applicants submit the following information:

1. Name address and telephone number of each applicant:

Licensee:

iTV-3, LLC
602 High Point Lane
East Peoria, IL 61011
Attention: Grier Raclin
Facsimile: (856) 677-9843
Phone: (314) 448-1235

Transferors:

William Luby
Seaport Capital
40 Fulton St, 27th Floor
New York, NY 10038
Telephone: 212 847-8900

James Collis
Seaport Capital
40 Fulton St, 27th Floor
New York, NY 10038
Telephone: 212 847-8900

Transferees:

M. Scott McCormack
Seaport Capital
40 Fulton St, 27th Floor
New York, NY 10038
Telephone: 212 847-8900

Robert Tamashunas
Seaport Capital
40 Fulton St, 27th Floor
New York, NY 10038
Telephone: 212 847-8900

2. Government, state or territory under the laws of which each corporate or partnership applicant is organized:

iTV-3, LLC is a Delaware Limited Liability Company.

3. Name, title, post office address, and telephone number of the officer or contact person to whom correspondence concerning the application is to be addressed:

Licensee:

iTV-3, LLC
602 High Point Lane
East Peoria, IL 61011
Attention: Grier Raclin
Title: Chief Executive Officer
Facsimile: (856) 677-9843
Phone: (314) 448-1235

Transferors:

William Luby
James Collis
c/o Seaport Capital
40 Fulton St, 27th Floor
New York, NY 10038
Facsimile: 212 320-0270
Telephone: 212 847-8900
Attention: Howard Kaufman
Title: Chief Financial Officer, Seaport Capital
Email: hkaufman@seaportcapital.com

Transferees:

M. Scott McCormack
Robert Tamashunas
c/o Seaport Capital
40 Fulton St, 27th Floor
New York, NY 10038
Facsimile: 212 320-0270
Telephone: 212 847-8900
Attention: Howard Kaufman
Title: Chief Financial Officer, Seaport Capital
Email: hkaufman@seaportcapital.com

With a copy to Counsel:

Craig Gilley
Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C.
701 Pennsylvania Ave., NW, Suite 900
Washington, DC 20004
Telephone: (202) 434-7459
Facsimile: (202) 434-7400
E-mail: CAGilley@mintz.com

- 4. Name, address, citizenship and principal business of any person or entity that directly owns at least ten (10) percent of the equity of the applicant, and the percentage of equity owned by each of those entities:**

Transferors:

The following individuals are the transferors. A chart depicting the pre-transaction ownership structure is attached hereto.

- (1) William Luby
40 Fulton St, 27th Floor
New York, NY 10038
Percentage of iTV-3, LLC Equity Held Pre-Transaction: 100% attributable (through managing member interest in Seaport Associates V, LLC), 50% actual (through 50% equity interest in Seaport Capital Partners V, L.P.)
Country of Citizenship: United States
Principal Business: Investor
- (2) James Collis
40 Fulton St, 27th Floor
New York, NY 10038
Percentage of iTV-3, LLC Equity Held Pre-Transaction: 100% attributable (through managing member interest in Seaport Associates V, LLC), 50% actual (through 50% equity interest in Seaport Capital Partners V, L.P.)
Country of Citizenship: United States
Principal Business: Investor

Transferees⁴:

The following individuals are the transferees. A chart depicting the post-transaction ownership structure is attached hereto.

- (1) M. Scott McCormack
40 Fulton St, 27th Floor
New York, NY 10038
Percentage of iTV-3, LLC Equity Interest Held Post-Transaction: 100% attributable (through managing member interest in Seaport Associates V, LLC); and a less than 10% actual (through a minority limited partner investment in a Seaport limited partnership in the iTV-3 ownership chain)
Country of Citizenship: United States
Principal Business: Investor
- (2) Robert Tamashunas
40 Fulton St, 27th Floor
New York, NY 10038
Percentage of iTV-3, LLC Equity Interest Held Post-Transaction: 100% attributable (through managing member interest in Seaport Associates V, LLC); and a less than 10% actual (through a minority limited partner investment in a Seaport limited partnership in the iTV-3 ownership chain)
Country of Citizenship: United States
Principal Business: Investor

5. Certification pursuant to 47 C.F.R. §§ 1.2001 through 1.2003 that no party to the application is subject to denial of Federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988:

By their signatures below, Applicants certify, pursuant to 47 C.F.R. §§1.2001 through 1.2003, that no party to the present application is subject to denial of Federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988. Applicants certify that this certification is true, complete and correct to the best of their knowledge and belief, and is made in good faith.

⁴ In addition, certain Seaport Capital related individuals who are partners, members and employees of Seaport Capital and Seaport related entities may also acquire a non-controlling, minority (less than 10%) limited partner investment in Seaport Capital Partners V, L.P. Each of these additional persons, namely Howard Kaufman, Duane Levine, Thomas Beringer and Caren Dina is a Citizen of the United States engaged in the business of investing, and is also located at 40 Fulton St, 27th Floor, New York, NY 10038.

6. Description of the Transaction:

As detailed in the attached ownership charts, the proposed transaction is an internal reorganization of Seaport Capital that will result in a change in the Seaport Capital-affiliated persons who ultimately control Licensee through a chain of Seaport Capital-affiliated entities, resulting in a transfer of ultimate control of Licensee between individual partners associated with Seaport Capital. All the persons involved in the instant transaction, the two new managing members, Mr. McCormack and Mr. Tamashunas, and the current managing members, Mr. Luby and Mr. Collis, are affiliated with Seaport Capital. The post-reorganization ownership structure would see Mr. Tamashunas and Mr. McCormack hold 100% attributable interest through their control of Licensee as managing members of Seaport Associates V, LLC, a parent of Licensee.

Ownership in Licensee is held, and will continue to be held, by and through an ownership chain involving a series of holding company entities and persons affiliated with Seaport Capital. Seaport Capital is an investment group that provides equity to middle market media, telecommunications, information and business services companies. Seaport Capital focuses on private companies with management teams that are talented, committed and interested in having a value-added financial partner to help them achieve their goals. Seaport Capital has extensive expertise in the telecommunications industry, having held assets including CLECs, rural local exchange carriers, collocation providers, and other providers of telecommunications services.

After the proposed transaction, the assets currently held by Licensee will continue to be operated in the same service territory and under the same trade names. Customer rates, terms and conditions will not change as a result of this transaction. Furthermore, no customer service or billing contact information will change as a result of the transaction. Accordingly, the transaction will be transparent to customers.

7. Description of the geographic areas in which Assignor and Assignee (and their affiliates) offer domestic telecommunications services, and what services are provided in each area:

Transferor:

Transferors hold an interest in Licensee, which is a local exchange carrier providing high speed Internet access, voice and television service to communities in Central Illinois.

Transferee:

Transferees currently do not hold an interest in any domestic telecommunications services.

8. Statement as to how the application fits into one or more of the presumptive streamlined categories in section 63.03 or why it is otherwise appropriate for streamlined treatment:

This application fits within the presumptive streamlined categories in Section 63.03(b) and streamlined treatment is requested. Transferees do not currently hold any interest in any other telecommunications provider. The Commission has determined that transactions such as this that involve a transferee with no telecommunications provider interest do not raise the potential of competitive harm.⁵ Additionally, neither Transferees nor Licensee are affiliated with a foreign carrier and neither seeks authority to resell the international or private line services of any affiliated dominant U.S. carrier.

9. Identification of all other Commission applications related to the same transaction:

None.

10. Statement of whether the applicants are requesting special consideration because either party to the transaction is facing imminent business failure:

No party to the transaction is facing imminent business failure.

⁵ See *Implementation of Further Streamlining Measures for Domestic Section 214 Authorizations*, Report and Order, 17 FCC Rcd 5517 ¶ 29 (2002).

11. Identification of any separately filed waiver requests being sought in conjunction with the transaction:

No separately filed waiver requests are being sought in conjunction with the proposed transaction.

12. Statement showing how grant of the application will serve the public interest, convenience and necessity, including any additional information that may be necessary to show the effect of the proposed transaction on competition in domestic markets:

The proposed transaction will serve the public interest by ensuring that Licensee will remain fully capitalized through Seaport Capital. Licensee recently acquired the Section 214 as part of a larger transaction whereby it purchased broadband telecommunications assets in central Illinois. The instant proposed transaction will ensure that the proper corporate and financial structure is in place in order for the Licensee to operate the newly acquired facilities and to build out its network in and adjacent to its service territory. The increased broadband buildout approval of this Application will facilitate will serve the public interest.

The proposed transaction will have no adverse impact on current customers, and will be virtually transparent to customers in terms of the service they now receive. Customer rates, terms and conditions will not change as a result of this transaction. The proposed transaction also raises no competitive issues, and there will be no reduction of competition in the service areas.

Conclusion

For the foregoing reasons, Applicants respectfully submit that the public interest, convenience and necessity would be furthered by grant of this Application. Applicants respectfully request streamlined and expedited treatment to permit Applicants to consummate the proposed transaction as soon as possible.

Respectfully submitted,



Craig Gilley

Jonathon Markman

Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C.

701 Pennsylvania Ave., NW, Suite 900

Washington, DC 20004

Telephone: (202) 434-7459 |

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Counsel for Applicants

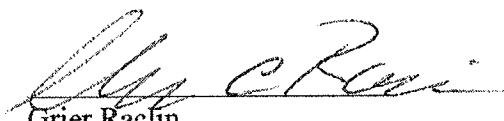
Date: January 30, 2017

Certification

I, Grier Raclin, hereby certify under penalty of perjury that I am authorized to make this certification on behalf of Applicants. I further certify that the information in the foregoing application is true and accurate to the best of my knowledge, and that Applicants are not subject to denial of Federal benefits pursuant to Section 5301 of the Anti-Drug-Abuse Act of 1988, 21 U.S.C. §853(a), as amended.

I declare under penalty of perjury that the foregoing is true and correct.

Executed this ____ day of January, 2017.



Grier Raclin
Chief Executive Officer
iTV-3, LLC

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